

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re :  
: Chapter 11  
SEARS HOLDINGS CORPORATION, *et al.*, :  
: Case No. 18-23538 (RDD)  
:   
Debtors.<sup>1</sup> : (Jointly Administered)  
-----X

**NOTICE OF SUBSTANTIAL SECURITY OWNERSHIP**

PLEASE TAKE NOTICE that, pursuant to that certain *Interim Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in, and Claims Against, the Debtors and Claiming Certain Worthless Stock Deductions*, dated October 16, 2018, Docket No. 109 (with all exhibits thereto, the “**Interim Order**”), ESL Partners, L.P. (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer beneficially owns:

- (i) [REDACTED] shares of Common Stock,<sup>2</sup>
- (ii) [REDACTED] other interests in a Debtor treated as stock (“**Other Interests**”), and

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1** to the Interim Order.

- (iii) [REDACTED] options to acquire SHC securities that constitute beneficial ownership of SHC securities under the Interim Order.<sup>3</sup>

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is [REDACTED]

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

<i>Class</i>	<i>Name of Owner</i>	<i>Shares/Number of Interests Owned</i>	<i>Shares/Number of Interests Underlying Options Owned</i>	<i>Date(s) Acquired</i>
Common Stock	[REDACTED]	[REDACTED]		[REDACTED]

For Common Stock, Other Interests and/or Options to acquire Common Stock that are owned directly by the Filer, the table above sets forth (a) the number of such shares, the number of such interests and/or the number of shares underlying Options beneficially owned by such Filer and (b) the date(s) on which such shares and/or Options were acquired (categorized by class, as applicable).

The Filer is represented by Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, (212) 225-2000, (Attn: Corey M. Goodman, William L. McRae).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

[REDACTED]

Respectfully submitted,



ESL Partners, L.P.

~~RBS~~ Partnership, as General Partner

By: ESL Investments Inc., as General Partner

Name: Edward S Lampert, CEO

Address: 1170 Kane Concourse, Suite 200  
Bay Harbor Islands, FL  
33154

Telephone: 305-702-2100

Facsimile: 305-864-1370

Date: 11/1/18